Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2018

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
TEXAS INDEPENDENT BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1989

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
TEXAS INDEPENDENT BANCSHARES

3232 PALMER HWY
TEXAS CITY, TX 77590-6724

2b Employer Identification Number (EIN)
74-2022764

2c Plan Sponsor's telephone number
409-948-1990

2d Business code (see instructions)
522110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2019	DENNIS BETTISON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
a Sponsor's name
c Plan Name

4b EIN

4d PN

5	Total number of participants at the beginning of the plan year	**5**	354
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	236
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	236
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	236
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	236
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	236
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	9
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2K 2J 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[X]	1	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[ ]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2018

This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
TEXAS INDEPENDENT BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEXAS INDEPENDENT BANCSHARES

D Employer Identification Number (EIN)
74-2022764

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
HARTFORD LIFE

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0974148	88072	512043-000	184	01/01/2018	12/31/2018

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
41872	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
SWBC INVESTMENT SERVICES, LLC
9311 SAN PEDRO, SUITE 600
SAN ANTONIO, TX 78216

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
30848	0	ADMINISTRATIVE FEES	3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
THE ALLOCATION COMPANY, INC.
P O BOX 79160
HOUSTON, TX 77279

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
11024	0	ADMINISTRATIVE FEES	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	233436
5	Current value of plan's interest under this contract in separate accounts at year end	5	11369259

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	248867
c	Additions: (1) Contributions deposited during the year	7c(1)	12325		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	3193		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	249		
	▶ OTHER				
	(6)Total additions			7c(6)	15767
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	264634
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1445		
	(2) Administration charge made by carrier	7e(2)	138		
	(3) Transferred to separate account	7e(3)	29366		
	(4) Other (specify below)	7e(4)	249		
	▶ OTHER				
	(5) Total deductions			7e(5)	31198
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	233436

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. Specify nature of costs.			**10b**	

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2018** **This Form is Open to Public Inspection.**

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
TEXAS INDEPENDENT BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEXAS INDEPENDENT BANCSHARES

D Employer Identification Number (EIN)
74-2022764

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VOYA RET INS AND ANNUITY CO

71-0294708

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

THE ALLOCATION COMPANY, INC.

76-0354750

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 64	TPA	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

MASS MUTUAL LIFE INSURANCE COMPANY

04-1590850

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 23 37 38 54 55 59 60 62 63 64 65 66 99 50	RECORDKEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

MESIROW FINANCIAL INVESTMENT MGMT

36-3429599

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 49	FIDUCIARY SERVICE	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [ ] No [X]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

SWBC INVESTMENT SERVICES, LLC

20-1484586

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
22 23 53 55	BROKER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name: WHITLEY PENN	**b** EIN: 75-2393478	
c Position: AUDITOR		
d Address: 3411 RICHMOND AVENUE SUITE 500 HOUSTON, TX 77046	**e** Telephone: 713-621-1515	

Explanation: REPLACE FOR A LOCAL HOUSTON FIRM

a Name:	**b** EIN:	
c Position:		
d Address:	**e** Telephone:	

Explanation:

a Name:	**b** EIN:	
c Position:		
d Address:	**e** Telephone:	

Explanation:

a Name:	**b** EIN:	
c Position:		
d Address:	**e** Telephone:	

Explanation:

a Name:	**b** EIN:	
c Position:		
d Address:	**e** Telephone:	

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2018

This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
TEXAS INDEPENDENT BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEXAS INDEPENDENT BANCSHARES

D Employer Identification Number (EIN)
74-2022764

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1203647	1643642
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1178974	927599
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	12656724	12626892
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	248867	233436
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	26522280	29003205
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	41810492	44434774
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	41810492	44434774

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	1369796	
	(B) Participants	2a(1)(B)	876603	
	(C) Others (including rollovers)	2a(1)(C)	4717	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2251116
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	18117	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		18117
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	954858	
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		954858
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	1262607	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		1262607

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		4486698
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1817209	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1817209
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	43751	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	1456	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		45207
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1862416
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2624282
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: BENTLEY BRATCHER & ASSOCIATES, P.C. **(2)** EIN: 20-2733640

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2018

This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
TEXAS INDEPENDENT BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEXAS INDEPENDENT BANCSHARES

D Employer Identification Number (EIN)
74-2022764

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 74-2022764 39-0989781

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

TEXAS INDEPENDENT BANCSHARES, INC. 401(k) EMPLOYEE STOCK OWNERSHIP PLAN

AUDITED FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

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BENTLEY, BRATCHER & ASSOCIATES, P.C.
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of
Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan
Houston, Texas

Report on the Financial Statements

We have audited the accompanying financial statements of Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility for the Financial Statements

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

INDEPENDENT AUDITORS' REPORT (CONTINUED)

Opinion on the Financial Statements

In our opinion, the financial statements referred to in the first paragraph of Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan as of December 31, 2018 and 2017 and for the year ended December 31, 2018, present fairly, in all material respects, the financial status of Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan as of December 31, 2018 and 2017, and changes in its financial status for the year ended December 31, 2018 in conformity with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audit of the Plan's financial statements was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule H, Line 4i – Schedule of Assets (Held at Year End) as of December 31, 2018, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Bentley, Bratcher & Associates, P.C.

BENTLEY, BRATCHER & ASSOCIATES, P.C.
Houston, Texas
September 23, 2019

TEXAS INDEPENDENT BANCSHARES, INC. 401(k)
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2018 AND 2017

	2018	2017
ASSETS		
Non-Participant Directed Accounts		
Cash and Cash Equivalents	$ 927,599	$ 1,178,974
Investments, at Fair Value		
Plan Sponsor Common Stock	29,003,205	26,522,280
Participant Directed Accounts		
Investments, at Fair Value		
Mutual Funds	12,626,892	12,656,724
Investments, at Contract Value		
Fully Benefit-Responsive Investment Contract	233,436	248,867
Total Cash and Investments	42,791,132	40,606,845
Receivables		
Employer	1,643,642	1,203,647
NET ASSETS AVAILABLE FOR BENEFITS	$ 44,434,774	$ 41,810,492

See the Accompanying Independent Auditors' Report and Notes to the Financial Statements

TEXAS INDEPENDENT BANCSHARES, INC. 401(k)
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2018

CHANGES ATTRIBUTED TO:	
Investment Activities	
Net Appreciation in Fair Value of Investments	$ 1,262,607
Interest and Dividend Income	972,975
Net Increase from Investment Activities	2,235,582
Contributions	
Participant	876,603
Employer	1,369,796
Rollover	4,717
Total Contributions	2,251,116
Benefits Paid to Participants	(1,817,209)
Expenses	
Administrative Expenses	(43,751)
Other Expenses	(1,456)
Total Expenses	(45,207)
CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	2,624,282
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING	41,810,492
NET ASSETS AVAILABLE FOR BENEFITS, ENDING	$ 44,434,774

See the Accompanying Independent Auditors' Report and Notes to the Financial Statements

TEXAS INDEPENDENT BANCSHARES, INC. 401(k)
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 – DESCRIPTION OF PLAN

The following description of the Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan document is controlling at all times. The Plan is sponsored by Texas Independent Bancshares, Inc. (the "Company"), and the Plan's trustee is Dennis Bettison (the "Trustee"). The Plan's custodian is Voya Retirement Insurance and Annuity Company (the "Custodian"). The Company has contracted with The Allocation Company to serve as the third-party administrator of the Plan.

The Plan was effective January 1, 1976, restated December 1, 2013, and is a qualified retirement plan that combines an employee's stock ownership plan ("ESOP") with a defined contribution 401(k) plan covering all employees of the Company. Employees are immediately eligible to participate in employee deferrals and are eligible for employer contributions upon completion of one year of service with 1,000 hours.

GENERAL

The Plan is a defined contribution plan covering substantially all employees of the Company. The Plan is subject to the provision of the Employment Retirement and Income Security Act of 1974 ("ERISA").

CONTRIBUTIONS

Participants may make an elective deferral, for each Plan year, in an amount equal to the maximum percentage allowable under law of pretax annual compensation, as defined in the Plan. Participants may also contribute rollover amounts from other qualified defined benefit or defined contribution retirement plans. The Company may also make discretionary non-elective contributions, subject to certain limitations, to the Plan. For the year ended December 31, 2018, the Company made matching contributions in the amount of $1,245,796. The Company also made qualified matching contributions in the amount of $124,000. The Company did not make any qualified non-elective contributions for the year ended December 31, 2018.

Matching contributions are allocated proportionate to the elective contributions made by each participant to total elective annual contributions. Allocations of employer discretionary non-elective contributions, if any, are based on each participant's compensation, whether or not they are eligible to participate in the Plan. If available, 51% of matching contributions will be invested in Plan Sponsor common stock. The remainder will be placed in Plan Sponsor bank accounts, Plan Sponsor certificates of deposit or low-risk mutual funds offered through the Custodian.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

CONTRIBUTIONS (CONTINUED)

PARTICIPANT ACCOUNTS

Participants may direct their contributions to selected investments as made available by the Plan administrator. Participants may change their investment options twice per year via direct access to the Custodian.

Each participant's account is credited with the participant's contribution and allocations of the Company's contributions and plan earnings. The benefit to which a participant is entitled is the benefit which can be derived from the participant's vested account.

INVESTMENT OPTIONS

Upon enrollment in the Plan, participants may direct the investment of their individual accounts among alternative investment funds provided under the Plan. Alternatively, participants have an option to retain the trustee-directed investments, which include Plan Sponsor common stock, certificates of deposit and cash. Participants may change their investment elections twice a year, as well as transfer existing balances between investment funds and transfer a portion of the balance of the trustee-directed investment to the participant directed investments. At December 31, 2018, the Plan offered 39 mutual funds, one fully benefit-responsive investment contract and common stock.

PAYMENT OF BENEFITS

On termination of service, a participant may receive their vested account balance in a single lump sum payment or have the payment paid as a "direct rollover" to an individual retirement account or to another employer's tax qualified plan. Hardship withdrawals are permitted from participant deferrals and rollovers, within limitations and conditions as defined by the Plan.

VESTING

Participants are immediately vested in salary deferrals and distributions from other qualified defined benefit or defined contribution retirement plans, along with any earnings thereon. After six years of service, participants become 100% vested in all contributions made by the Company and any earnings thereon. Participants become 100% vested upon death or disability.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

VESTING (CONTINUED)

The participant becomes vested in the Company contributions as follows:

Years of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

FORFEITURES

Forfeited non-vested accounts are available to be used to reduce administrative expenses or employer matching contributions. For the year ended December 31, 2018, the Plan did not apply any forfeitures to reduce administrative expenses. As of the years ended December 31, 2018 and 2017, the Plan had a forfeited non-vested account balance of $18,579 and $5,675, respectively.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The accompanying financial statements are prepared on an accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

USE OF ESTIMATES

The preparation of financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions which affect the amounts reported in the financial statements and accompanying notes and schedules. Accordingly, actual results could differ from those estimates.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are stated at fair value, as determined by the Custodian. Fair value is the price which would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The net change in the fair value of investments is reported in the statement of changes in net assets available for benefits in the period of change.

Contract value is the relevant measurement for the portion of the net assets available for benefits attributable to fully benefit-responsive investment contracts. Contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value of the Plan's investment contract is representative of fair value. See *Note 6* for further discussion of the fully benefit-responsive investment contract.

Purchases and sales of securities are recorded on a trade-date basis. Expenses related to the purchase or sale of investments are added to cost or deducted from proceeds. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

PLAN EXPENSES

Certain fees for services charged by the Custodian may be directly charged to a participant. Investment management and advisory fees are charged to the Plan. Other administrative costs of the Plan charged by the Custodian are generally paid by the Company.

CASH AND CASH EQUIVALENTS

All highly liquid investments with a maturity of three months or less when purchased are treated as cash equivalents. The Plan maintains cash balances and temporary cash investments in U.S. financial banking institutions at December 31, 2018. Accounts are insured by the Federal Deposit Insurance Corporation on aggregate balances up to $250,000. As of December 31, 2018, the Plan had $691,772 in uninsured cash.

NOTE 3 – FAIR VALUE MEASUREMENTS

The Plan measures and reports certain assets and liabilities at fair value within a hierarchal disclosure framework which prioritized and ranks the level of observable inputs used in measuring fair value. Level one inputs include inputs which are unadjusted, quoted prices for identical assets or liabilities in active markets. Level two measurements include inputs which are either observable prices for identical assets or liabilities in inactive markets, observable prices for similar assets or liabilities, or other inputs derived principally from, or corroborated by, observable market data at the measurement date. Level three inputs are unobservable inputs which are significant to the fair value measurement. The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of input which is significant to the fair value measurement.

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair value of the Plan Sponsor common stock per share is determined as of the Plan year-end by an independent appraiser. There have been no changes in the methodologies used at December 31, 2018.

The preceding methods described may produce a fair value calculation which may not be indicative of net realizable value or reflective of future fair values. Although the Plan's management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018:

	Quoted Market Prices in Active Markets (Level One)	Other Observable Inputs (Level Two)	Unobservable Inputs (Level Three)
Mutual Funds	$ 12,626,892	$ -	$ -
Plan Sponsor Common Stock	-	-	29,003,205
Total Assets at Fair Value	$ 12,626,892	$ -	$ 29,003,205

NOTE 3 – FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2017:

	Quoted Market Prices in Active Markets (Level One)	Other Observable Inputs (Level Two)	Unobservable Inputs (Level Three)
Mutual Funds	$ 12,656,724	$ -	$ -
Plan Sponsor Common Stock	-	-	26,522,280
Total Assets at Fair Value	$ 12,656,724	$ -	$ 26,522,280

These items are classified in their entirety based on the lowest priority level of input significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement requires judgement and may affect the placement of assets and liabilities within the levels of the fair value hierarchy.

The table below sets a summary of changes in the fair value of the Plan's Level 3 asset for the years ended December 31, 2018 and 2017:

	December 31,	
	2018	2017
Plan Sponsor Common Stock		
Balance, Beginning	$ 26,522,280	$ 23,069,760
Unrealized Gains Relating to Instruments Still Held at the Reporting Date	1,883,325	2,941,420
Purchases	597,600	511,100
Balance, Ending	$ 29,003,205	$ 26,522,280

The following table sets forth the participation units outstanding and participants' equity per unit, at December 31, 2018 and 2017:

	December 31,	
	2018	2017
Plan Sponsor Common Stock		
Number of Shares	75,333	73,673
Cost	$ 7,782,265	$ 7,184,665
Fair Value	$ 29,003,205	$ 26,522,280
Fair Value per Share	$ 385	$ 360

NOTE 3 – FAIR VALUE MEASUREMENTS (CONTINUED)

On December 31, 2018, the Company accrued a matching contribution in the amount $1,369,796, of which $684,915 was used to purchase 1,779 shares of Plan Sponsor common stock increasing the number of shares to 77,112 and the cost to $8,467,180.

NOTE 4 – INFORMATION CERTIFIED BY THE CUSTODIAN

The Plan's financial information included in the financial statements and supplemental schedule is based on the information certified by the Custodian as complete and accurate in accordance with 29 CFR 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The certified information includes total assets of $11,602,695 and $11,814,821 at December 31, 2018 and 2017, respectively.

The Plan's administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-5(c) of Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The assets of the Plan are held by the Custodian. Accordingly, the Custodian has certified the following data included in the accompanying financial statements and supplemental schedule as complete and accurate.

Investments in mutual funds and the fully benefit-responsive investment contract provided by Voya Retirement Insurance and Annuity Company. The following table sets forth the investments certified by Voya as of the years ended December 31, 2018 and 2017:

	December 31,	
	2018	2017
Investments, at Fair Value		
Mutual Funds	$ 11,369,259	$ 11,565,954
Investments, at Contract Value		
Fully Benefit-Responsive Investment Contract	233,436	248,867
Total Investments Certified by Voya	$ 11,602,695	$ 11,814,821

Investment activity of Voya Retirement Insurance and Annuity Company. For the year ended December 31, 2018, the net decrease in net assets available for benefits that is certified by Voya totaled $199,412.

The Participant-Directed Investments and Fixed Annuity information in the supplemental schedule of assets held at year end for the year ended December 31, 2018.

NOTE 4 – INFORMATION CERTIFIED BY THE CUSTODIAN (CONTINUED)

The Plan's independent public accountant did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE 5 – INFORMATION PROVIDED BY SWBC

The Plan holds funds with SWBC. SWBC did not provide certification over the investments or investment activities, therefore audit procedures were applied to these accounts. The ending balance of the funds at December 31, 2018 and 2017 totaled $1,257,633 and $1,090,770, respectively. Investment loss on the funds totaled $64,201 for the year ended December 31, 2018.

NOTE 6 – FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

The Plan entered into a guaranteed investment contract (the "Contract") with the Custodian. The Contract is fully benefit-responsive; therefore, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Contract. Contract value, as reported to the Plan by the Custodian, represents contributions made under the Contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Funds allocated to the Contract are placed in the Custodian's general account where they are invested in accordance with the Custodian's investment policy. The account is credited with earnings on the underlying investments and charged with participant withdrawals and administrative expenses. The Contract issuer is contractually obligated to repay the principal and a specified interest rate, which is guaranteed to not be less than 3.00%, to the Plan.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract value of the guaranteed investment contract as of December 31, 2018 and 2017 was $233,436 and $248,867, respectively. Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (a) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan); (b) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions; (c) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) which cause a significant withdrawal from the Plan; or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption of ERISA. The Plan administrator does not believe any such events which would limit the Plan's ability to transact at contract value with Plan participants are probable of occurring.

NOTE 6 – FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT (CONTINUED)

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

NOTE 7 – INCOME TAXES

The prototype plan and trust agreement established by the Custodian to hold the Plan's assets is exempt from federal income taxes pursuant to the appropriate sections of the Internal Revenue Code by a letter dated September 17, 2015. The prototype has been amended since receiving the determination letter. However the Plan Administrator believes the Plan is currently operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 8 – ADMINISTRATION OF PLAN ASSETS

The Plan's assets are held and certain administrative functions are performed by the Custodian of the Plan. The Company provides certain administrative functions and absorbs certain administrative costs on behalf of the Plan.

NOTE 9 – PARTY-IN-INTEREST

Net assets available for benefits include certain Plan investments which are shares of Company stock, certificates of deposit with its subsidiary banks as well as investments managed by the Custodian at December 31, 2018 and 2017. As a result, these assets and all transactions relating to these assets qualify as party-in-interest transactions. These transactions are exempt from being prohibited transactions by ERISA. For the year ended December 31, 2018, the fees paid by the Plan to the Custodian totaled $5,540.

Additionally, the third-party administrator, trustee and Plan auditors are considered parties-in-interest. These transactions are exempt from being prohibited transactions by ERISA. For the year ended December 31, 2018, the fees paid by the Plan to the third-party administrator, trustee and Plan auditors totaled $16,018, $5,000 and $17,000, respectively.

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rates, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that change in values of investment securities will occur in the near term and such change could materially affect participant's account balances and the amount reported in the statement of net assets available for benefits.

NOTE 11 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan in whole or in part subject to the provisions of ERISA. In the event of Plan termination, including partial Plan termination, active participants will become 100% vested in their accounts and the Custodian will distribute all assets remaining after payment of any expenses chargeable to the Plan to participants or their beneficiaries in accordance with the Plan's provisions.

NOTE 12 – SUBSEQUENT EVENTS

On July 1, 2019, the Plan merged with Premium Bank benefit plan. Employee accounts with Premium Bank will be transferred into Voya Retirement Insurance and Annuity Company with a blackout period from September 3, 2019 to October 4, 2019.

The Plan has evaluated subsequent events through the date of the independent auditor's report, the date which the financial statements were available to be issued. No matters affecting the accompanying financial statements were identified.

SUPPLEMENTAL SCHEDULE

TEXAS INDEPENDENT BANCSHARES, INC. 401(k)
EMPLOYEE STOCK OWNERSHIP PLAN
EIN 74-2022764, PLAN NO. 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
DECEMBER 31, 2018

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value
Non-Participant-Directed Investments				
		Plan Sponsor Common Stock:		
*	Texas Independent Bancshares, Inc.	Common Stock, 75,333 shares	$ 7,782,265	$ 29,003,205
		Savings Account:		
*	Texas First Bank	Savings Account, 0.15%	925,942	925,942
		Other Cash and Cash Equivalent:		
*	Texas First Bank		1,657	1,657
Participant-Directed Investments				
		Mutual Funds:		
*	Voya	American Funds Am Balanced R6	**	5,713,822
*	Voya	American Funds AMCAP Fund R6	**	6,031
*	Voya	American Funds Growth Fnd R6	**	752,142
*	Voya	American Funds Fdmntl Inv R6	**	485,364
*	Voya	Eaton Vance-Atl Cp SMIDCp F R6	**	405,286
*	Voya	American Funds Wash Mutual R6	**	296,465
*	Voya	American Funds EuroPacific R6	**	244,103
*	Voya	American Funds New World R6	**	231,939
*	Voya	Victory Sycmr Est Vl Fd R6	**	172,730
*	Voya	MFS Utilities Fund R6	**	196,757
*	Voya	Voya Index Solution 2050 P Z	**	232,273
*	Voya	Voya Intermediate Bond Fund R6	**	201,271
*	Voya	Voya Large Cap Growth Prt R6	**	11,170
*	Voya	Vangrd Small-Cap Index Fnd Adm	**	177,512
*	Voya	Voya Index Solution 2030 P Z	**	134,496
*	Voya	American Funds Nw Prspctv R6	**	163,415
*	Voya	MFS Technology Fund R6	**	174,576
*	Voya	Voya Index Solution 2025 P Z	**	135,589
*	Voya	Vangrd 500 Index Fund Adm	**	147,961
*	Voya	Carillon Eagle Sm Cap Grw R6	**	122,018
*	Voya	Voya Index Solution 2045 P Z	**	92,847
*	Voya	DFA Real Estate Secs Port Ins	**	103,178
*	Voya	AB Global Bond Fund Z	**	101,619
*	Voya	DFA Commodity Strategy Prt Ins	**	85,172
*	Voya	PGIM High Yield Fund R6	**	115,319
*	Voya	PIMCO Income Fund Ins	**	101,048
*	Voya	Vangrd LifeStrat Md Grw Fd Inv	**	680
*	Voya	Voya Index Solution 2040 P Z	**	92,169
*	Voya	Oppenhmr Intl Growth Fnd I	**	80,086
*	Voya	Voya Index Solution 2055 P Z	**	115,899
*	Voya	DFA US Targeted Vl Port Ins	**	72,902
*	Voya	Voya Index Solution 2035 P Z	**	105,059
*	Voya	Voya Index Solution 2020 P Z	**	80,199
*	Voya	Voya Index Solution Inc P Z	**	62,368
*	Voya	Vangrd Health Care Fund Adm	**	61,774
*	Voya	Vangrd Mid-Cap Index Fund Adm	**	46,377
*	Voya	Voya Index Solution 2060 P Z	**	28,048
*	Voya	Voya Gv Mny Mkt F A (Hld Acct)	**	18,359
*	Voya	DFA Infl-Prot Sec Port Ins	**	1,236

TEXAS INDEPENDENT BANCSHARES, INC. 401(k)
EMPLOYEE STOCK OWNERSHIP PLAN
EIN 74-2022764, PLAN NO. 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
DECEMBER 31, 2018

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value
Participant-directed Investments (Continued)				
		Collective Investment Funds:		
*	SWBC	MFS Diversified Income FD CL C	**	1,244,662
*	SWBC	Chevron Corp	**	12,971
		Fixed Annuity:		
*	Voya	Fully Benefit-Responsive Contract	**	233,436
				$ 42,791,132

* Party-In-Interest
** Cost omitted for participant directed investments

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2018

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A This return/report is for:
- ☐ a multiemployer plan
- ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- ☒ a single-employer plan
- ☐ a DFE (specify) ____

B This return/report is:
- ☐ the first return/report
- ☐ the final return/report
- ☐ an amended return/report
- ☐ a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. ▶ ☐

D Check box if filing under:
- ☒ Form 5558
- ☐ automatic extension
- ☐ the DFVC program
- ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
TEXAS INDEPENDENT BANCSHARES, INC. 401(k) EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1989

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)

Texas Independent Bancshares

3232 Palmer Hwy

Texas City TX 77590-6724

2b Employer Identification Number (EIN) 74-2022764

2c Plan Sponsor's telephone number 409-948-1990

2d Business code (see instructions) 522110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Catherine O'Neill	10-15-19	Dennis Bettison
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: **a** Sponsor's name **c** Plan Name	**4b** EIN **4d** PN	
5 Total number of participants at the beginning of the plan year	**5**	0
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1)**, **6a(2)**, **6b**, **6c**, and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	
a(2) Total number of active participants at the end of the plan year	**6a(2)**	
b Retired or separated participants receiving benefits	**6b**	
c Other retired or separated participants entitled to future benefits	**6c**	
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f Total. Add lines **6d** and **6e**	**6f**	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2K 2J 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[X] Insurance	(1)	[X] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	(2)	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	(3)	[X] Trust
(4)	[ ] General assets of the sponsor	(4)	[ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [X] 1 **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [ ] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

TEXAS INDEPENDENT BANCSHARES, INC. 401(k) EMPLOYEE STOCK OWNERSHIP PLAN

AUDITED FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

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- Statement of Changes in Net Assets Available for Benefits 6
- Notes to the Financial Statements 7

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BENTLEY, BRATCHER & ASSOCIATES, P.C.
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of
Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan
Houston, Texas

Report on the Financial Statements

We have audited the accompanying financial statements of Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility for the Financial Statements

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

INDEPENDENT AUDITORS' REPORT (CONTINUED)

Opinion on the Financial Statements

In our opinion, the financial statements referred to in the first paragraph of Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan as of December 31, 2018 and 2017 and for the year ended December 31, 2018, present fairly, in all material respects, the financial status of Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan as of December 31, 2018 and 2017, and changes in its financial status for the year ended December 31, 2018 in conformity with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audit of the Plan's financial statements was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule H, Line 4i – Schedule of Assets (Held at Year End) as of December 31, 2018, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Bentley, Bratcher & Associates, P.C.

BENTLEY, BRATCHER & ASSOCIATES, P.C.
Houston, Texas
September 23, 2019

TEXAS INDEPENDENT BANCSHARES, INC. 401(k)
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2018 AND 2017

	2018	2017
ASSETS		
Non-Participant Directed Accounts		
Cash and Cash Equivalents	$ 927,599	$ 1,178,974
Investments, at Fair Value		
Plan Sponsor Common Stock	29,003,205	26,522,280
Participant Directed Accounts		
Investments, at Fair Value		
Mutual Funds	12,626,892	12,656,724
Investments, at Contract Value		
Fully Benefit-Responsive Investment Contract	233,436	248,867
Total Cash and Investments	42,791,132	40,606,845
Receivables		
Employer	1,643,642	1,203,647
NET ASSETS AVAILABLE FOR BENEFITS	$ 44,434,774	$ 41,810,492

See the Accompanying Independent Auditors' Report and Notes to the Financial Statements

TEXAS INDEPENDENT BANCSHARES, INC. 401(k)
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2018

CHANGES ATTRIBUTED TO:	
Investment Activities	
Net Appreciation in Fair Value of Investments	$ 1,262,607
Interest and Dividend Income	972,975
Net Increase from Investment Activities	2,235,582
Contributions	
Participant	876,603
Employer	1,369,796
Rollover	4,717
Total Contributions	2,251,116
Benefits Paid to Participants	(1,817,209)
Expenses	
Administrative Expenses	(43,751)
Other Expenses	(1,456)
Total Expenses	(45,207)
CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	2,624,282
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING	41,810,492
NET ASSETS AVAILABLE FOR BENEFITS, ENDING	$ 44,434,774

See the Accompanying Independent Auditors' Report and Notes to the Financial Statements

TEXAS INDEPENDENT BANCSHARES, INC. 401(k)
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 – DESCRIPTION OF PLAN

The following description of the Texas Independent Bancshares Inc. 401(k) Employee Stock Ownership Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan document is controlling at all times. The Plan is sponsored by Texas Independent Bancshares, Inc. (the "Company"), and the Plan's trustee is Dennis Bettison (the "Trustee"). The Plan's custodian is Voya Retirement Insurance and Annuity Company (the "Custodian"). The Company has contracted with The Allocation Company to serve as the third-party administrator of the Plan.

The Plan was effective January 1, 1976, restated December 1, 2013, and is a qualified retirement plan that combines an employee's stock ownership plan ("ESOP") with a defined contribution 401(k) plan covering all employees of the Company. Employees are immediately eligible to participate in employee deferrals and are eligible for employer contributions upon completion of one year of service with 1,000 hours.

GENERAL

The Plan is a defined contribution plan covering substantially all employees of the Company. The Plan is subject to the provision of the Employment Retirement and Income Security Act of 1974 ("ERISA").

CONTRIBUTIONS

Participants may make an elective deferral, for each Plan year, in an amount equal to the maximum percentage allowable under law of pretax annual compensation, as defined in the Plan. Participants may also contribute rollover amounts from other qualified defined benefit or defined contribution retirement plans. The Company may also make discretionary non-elective contributions, subject to certain limitations, to the Plan. For the year ended December 31, 2018, the Company made matching contributions in the amount of $1,245,796. The Company also made qualified matching contributions in the amount of $124,000. The Company did not make any qualified non-elective contributions for the year ended December 31, 2018.

Matching contributions are allocated proportionate to the elective contributions made by each participant to total elective annual contributions. Allocations of employer discretionary non-elective contributions, if any, are based on each participant's compensation, whether or not they are eligible to participate in the Plan. If available, 51% of matching contributions will be invested in Plan Sponsor common stock. The remainder will be placed in Plan Sponsor bank accounts, Plan Sponsor certificates of deposit or low-risk mutual funds offered through the Custodian.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

CONTRIBUTIONS (CONTINUED)

PARTICIPANT ACCOUNTS

Participants may direct their contributions to selected investments as made available by the Plan administrator. Participants may change their investment options twice per year via direct access to the Custodian.

Each participant's account is credited with the participant's contribution and allocations of the Company's contributions and plan earnings. The benefit to which a participant is entitled is the benefit which can be derived from the participant's vested account.

INVESTMENT OPTIONS

Upon enrollment in the Plan, participants may direct the investment of their individual accounts among alternative investment funds provided under the Plan. Alternatively, participants have an option to retain the trustee-directed investments, which include Plan Sponsor common stock, certificates of deposit and cash. Participants may change their investment elections twice a year, as well as transfer existing balances between investment funds and transfer a portion of the balance of the trustee-directed investment to the participant directed investments. At December 31, 2018, the Plan offered 39 mutual funds, one fully benefit-responsive investment contract and common stock.

PAYMENT OF BENEFITS

On termination of service, a participant may receive their vested account balance in a single lump sum payment or have the payment paid as a "direct rollover" to an individual retirement account or to another employer's tax qualified plan. Hardship withdrawals are permitted from participant deferrals and rollovers, within limitations and conditions as defined by the Plan.

VESTING

Participants are immediately vested in salary deferrals and distributions from other qualified defined benefit or defined contribution retirement plans, along with any earnings thereon. After six years of service, participants become 100% vested in all contributions made by the Company and any earnings thereon. Participants become 100% vested upon death or disability.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

VESTING (CONTINUED)

The participant becomes vested in the Company contributions as follows:

Years of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

FORFEITURES

Forfeited non-vested accounts are available to be used to reduce administrative expenses or employer matching contributions. For the year ended December 31, 2018, the Plan did not apply any forfeitures to reduce administrative expenses. As of the years ended December 31, 2018 and 2017, the Plan had a forfeited non-vested account balance of $18,579 and $5,675, respectively.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The accompanying financial statements are prepared on an accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

USE OF ESTIMATES

The preparation of financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions which affect the amounts reported in the financial statements and accompanying notes and schedules. Accordingly, actual results could differ from those estimates.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are stated at fair value, as determined by the Custodian. Fair value is the price which would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The net change in the fair value of investments is reported in the statement of changes in net assets available for benefits in the period of change.

Contract value is the relevant measurement for the portion of the net assets available for benefits attributable to fully benefit-responsive investment contracts. Contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value of the Plan's investment contract is representative of fair value. See *Note 6* for further discussion of the fully benefit-responsive investment contract.

Purchases and sales of securities are recorded on a trade-date basis. Expenses related to the purchase or sale of investments are added to cost or deducted from proceeds. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

PLAN EXPENSES

Certain fees for services charged by the Custodian may be directly charged to a participant. Investment management and advisory fees are charged to the Plan. Other administrative costs of the Plan charged by the Custodian are generally paid by the Company.

CASH AND CASH EQUIVALENTS

All highly liquid investments with a maturity of three months or less when purchased are treated as cash equivalents. The Plan maintains cash balances and temporary cash investments in U.S. financial banking institutions at December 31, 2018. Accounts are insured by the Federal Deposit Insurance Corporation on aggregate balances up to $250,000. As of December 31, 2018, the Plan had $691,772 in uninsured cash.

NOTE 3 – FAIR VALUE MEASUREMENTS

The Plan measures and reports certain assets and liabilities at fair value within a hierarchal disclosure framework which prioritized and ranks the level of observable inputs used in measuring fair value. Level one inputs include inputs which are unadjusted, quoted prices for identical assets or liabilities in active markets. Level two measurements include inputs which are either observable prices for identical assets or liabilities in inactive markets, observable prices for similar assets or liabilities, or other inputs derived principally from, or corroborated by, observable market data at the measurement date. Level three inputs are unobservable inputs which are significant to the fair value measurement. The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of input which is significant to the fair value measurement.

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair value of the Plan Sponsor common stock per share is determined as of the Plan year-end by an independent appraiser. There have been no changes in the methodologies used at December 31, 2018.

The preceding methods described may produce a fair value calculation which may not be indicative of net realizable value or reflective of future fair values. Although the Plan's management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018:

	Quoted Market Prices in Active Markets (Level One)	Other Observable Inputs (Level Two)	Unobservable Inputs (Level Three)
Mutual Funds	$ 12,626,892	$ -	$ -
Plan Sponsor Common Stock	-	-	29,003,205
Total Assets at Fair Value	$ 12,626,892	$ -	$ 29,003,205

NOTE 3 – FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2017:

	Quoted Market Prices in Active Markets (Level One)	Other Observable Inputs (Level Two)	Unobservable Inputs (Level Three)
Mutual Funds	$ 12,656,724	$ -	$ -
Plan Sponsor Common Stock	-	-	26,522,280
Total Assets at Fair Value	$ 12,656,724	$ -	$ 26,522,280

These items are classified in their entirety based on the lowest priority level of input significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement requires judgement and may affect the placement of assets and liabilities within the levels of the fair value hierarchy.

The table below sets a summary of changes in the fair value of the Plan's Level 3 asset for the years ended December 31, 2018 and 2017:

	December 31,	
	2018	2017
Plan Sponsor Common Stock		
Balance, Beginning	$ 26,522,280	$ 23,069,760
Unrealized Gains Relating to Instruments Still Held at the Reporting Date	1,883,325	2,941,420
Purchases	597,600	511,100
Balance, Ending	$ 29,003,205	$ 26,522,280

The following table sets forth the participation units outstanding and participants' equity per unit, at December 31, 2018 and 2017:

	December 31,	
	2018	2017
Plan Sponsor Common Stock		
Number of Shares	75,333	73,673
Cost	$ 7,782,265	$ 7,184,665
Fair Value	$ 29,003,205	$ 26,522,280
Fair Value per Share	$ 385	$ 360

NOTE 3 – FAIR VALUE MEASUREMENTS (CONTINUED)

On December 31, 2018, the Company accrued a matching contribution in the amount $1,369,796, of which $684,915 was used to purchase 1,779 shares of Plan Sponsor common stock increasing the number of shares to 77,112 and the cost to $8,467,180.

NOTE 4 – INFORMATION CERTIFIED BY THE CUSTODIAN

The Plan's financial information included in the financial statements and supplemental schedule is based on the information certified by the Custodian as complete and accurate in accordance with 29 CFR 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The certified information includes total assets of $11,602,695 and $11,814,821 at December 31, 2018 and 2017, respectively.

The Plan's administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-5(c) of Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The assets of the Plan are held by the Custodian. Accordingly, the Custodian has certified the following data included in the accompanying financial statements and supplemental schedule as complete and accurate.

Investments in mutual funds and the fully benefit-responsive investment contract provided by Voya Retirement Insurance and Annuity Company. The following table sets forth the investments certified by Voya as of the years ended December 31, 2018 and 2017:

	December 31,	
	2018	2017
Investments, at Fair Value		
Mutual Funds	$ 11,369,259	$ 11,565,954
Investments, at Contract Value		
Fully Benefit-Responsive Investment Contract	233,436	248,867
Total Investments Certified by Voya	$ 11,602,695	$ 11,814,821

Investment activity of Voya Retirement Insurance and Annuity Company. For the year ended December 31, 2018, the net decrease in net assets available for benefits that is certified by Voya totaled $199,412.

The Participant-Directed Investments and Fixed Annuity information in the supplemental schedule of assets held at year end for the year ended December 31, 2018.

NOTE 4 – INFORMATION CERTIFIED BY THE CUSTODIAN (CONTINUED)

The Plan's independent public accountant did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE 5 – INFORMATION PROVIDED BY SWBC

The Plan holds funds with SWBC. SWBC did not provide certification over the investments or investment activities, therefore audit procedures were applied to these accounts. The ending balance of the funds at December 31, 2018 and 2017 totaled $1,257,633 and $1,090,770, respectively. Investment loss on the funds totaled $64,201 for the year ended December 31, 2018.

NOTE 6 – FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

The Plan entered into a guaranteed investment contract (the "Contract") with the Custodian. The Contract is fully benefit-responsive; therefore, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Contract. Contract value, as reported to the Plan by the Custodian, represents contributions made under the Contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Funds allocated to the Contract are placed in the Custodian's general account where they are invested in accordance with the Custodian's investment policy. The account is credited with earnings on the underlying investments and charged with participant withdrawals and administrative expenses. The Contract issuer is contractually obligated to repay the principal and a specified interest rate, which is guaranteed to not be less than 3.00%, to the Plan.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract value of the guaranteed investment contract as of December 31, 2018 and 2017 was $233,436 and $248,867, respectively. Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (a) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan); (b) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions; (c) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) which cause a significant withdrawal from the Plan; or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption of ERISA. The Plan administrator does not believe any such events which would limit the Plan's ability to transact at contract value with Plan participants are probable of occurring.

NOTE 6 – FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT (CONTINUED)

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

NOTE 7 – INCOME TAXES

The prototype plan and trust agreement established by the Custodian to hold the Plan's assets is exempt from federal income taxes pursuant to the appropriate sections of the Internal Revenue Code by a letter dated September 17, 2015. The prototype has been amended since receiving the determination letter. However the Plan Administrator believes the Plan is currently operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 8 – ADMINISTRATION OF PLAN ASSETS

The Plan's assets are held and certain administrative functions are performed by the Custodian of the Plan. The Company provides certain administrative functions and absorbs certain administrative costs on behalf of the Plan.

NOTE 9 – PARTY-IN-INTEREST

Net assets available for benefits include certain Plan investments which are shares of Company stock, certificates of deposit with its subsidiary banks as well as investments managed by the Custodian at December 31, 2018 and 2017. As a result, these assets and all transactions relating to these assets qualify as party-in-interest transactions. These transactions are exempt from being prohibited transactions by ERISA. For the year ended December 31, 2018, the fees paid by the Plan to the Custodian totaled $5,540.

Additionally, the third-party administrator, trustee and Plan auditors are considered parties-in-interest. These transactions are exempt from being prohibited transactions by ERISA. For the year ended December 31, 2018, the fees paid by the Plan to the third-party administrator, trustee and Plan auditors totaled $16,018, $5,000 and $17,000, respectively.

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rates, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that change in values of investment securities will occur in the near term and such change could materially affect participant's account balances and the amount reported in the statement of net assets available for benefits.

NOTE 11 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan in whole or in part subject to the provisions of ERISA. In the event of Plan termination, including partial Plan termination, active participants will become 100% vested in their accounts and the Custodian will distribute all assets remaining after payment of any expenses chargeable to the Plan to participants or their beneficiaries in accordance with the Plan's provisions.

NOTE 12 – SUBSEQUENT EVENTS

On July 1, 2019, the Plan merged with Premium Bank benefit plan. Employee accounts with Premium Bank will be transferred into Voya Retirement Insurance and Annuity Company with a blackout period from September 3, 2019 to October 4, 2019.

The Plan has evaluated subsequent events through the date of the independent auditor's report, the date which the financial statements were available to be issued. No matters affecting the accompanying financial statements were identified.

SUPPLEMENTAL SCHEDULE

TEXAS INDEPENDENT BANCSHARES, INC. 401(k)
EMPLOYEE STOCK OWNERSHIP PLAN
EIN 74-2022764, PLAN NO. 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
DECEMBER 31, 2018

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value
Non-Participant-Directed Investments				
		Plan Sponsor Common Stock:		
*	Texas Independent Bancshares, Inc.	Common Stock, 75,333 shares	$ 7,782,265	$ 29,003,205
		Savings Account:		
*	Texas First Bank	Savings Account, 0.15%	925,942	925,942
		Other Cash and Cash Equivalent:		
*	Texas First Bank		1,657	1,657
Participant-Directed Investments				
		Mutual Funds:		
*	Voya	American Funds Am Balanced R6	**	5,713,822
*	Voya	American Funds AMCAP Fund R6	**	6,031
*	Voya	American Funds Growth Fnd R6	**	752,142
*	Voya	American Funds Fdmntl Inv R6	**	485,364
*	Voya	Eaton Vance-Atl Cp SMIDCp F R6	**	405,286
*	Voya	American Funds Wash Mutual R6	**	296,465
*	Voya	American Funds EuroPacific R6	**	244,103
*	Voya	American Funds New World R6	**	231,939
*	Voya	Victory Sycmr Est Vl Fd R6	**	172,730
*	Voya	MFS Utilities Fund R6	**	196,757
*	Voya	Voya Index Solution 2050 P Z	**	232,273
*	Voya	Voya Intermediate Bond Fund R6	**	201,271
*	Voya	Voya Large Cap Growth Prt R6	**	11,170
*	Voya	Vangrd Small-Cap Index Fnd Adm	**	177,512
*	Voya	Voya Index Solution 2030 P Z	**	134,496
*	Voya	American Funds Nw Prspctv R6	**	163,415
*	Voya	MFS Technology Fund R6	**	174,576
*	Voya	Voya Index Solution 2025 P Z	**	135,589
*	Voya	Vangrd 500 Index Fund Adm	**	147,961
*	Voya	Carillon Eagle Sm Cap Grw R6	**	122,018
*	Voya	Voya Index Solution 2045 P Z	**	92,847
*	Voya	DFA Real Estate Secs Port Ins	**	103,178
*	Voya	AB Global Bond Fund Z	**	101,619
*	Voya	DFA Commodity Strategy Prt Ins	**	85,172
*	Voya	PGIM High Yield Fund R6	**	115,319
*	Voya	PIMCO Income Fund Ins	**	101,048
*	Voya	Vangrd LifeStrat Md Grw Fd Inv	**	680
*	Voya	Voya Index Solution 2040 P Z	**	92,169
*	Voya	Oppenhmr Intl Growth Fnd I	**	80,086
*	Voya	Voya Index Solution 2055 P Z	**	115,899
*	Voya	DFA US Targeted Vl Port Ins	**	72,902
*	Voya	Voya Index Solution 2035 P Z	**	105,059
*	Voya	Voya Index Solution 2020 P Z	**	80,199
*	Voya	Voya Index Solution Inc P Z	**	62,368
*	Voya	Vangrd Health Care Fund Adm	**	61,774
*	Voya	Vangrd Mid-Cap Index Fund Adm	**	46,377
*	Voya	Voya Index Solution 2060 P Z	**	28,048
*	Voya	Voya Gv Mny Mkt F A (Hld Acct)	**	18,359
*	Voya	DFA Infl-Prot Sec Port Ins	**	1,236

TEXAS INDEPENDENT BANCSHARES, INC. 401(k)
EMPLOYEE STOCK OWNERSHIP PLAN
EIN 74-2022764, PLAN NO. 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
DECEMBER 31, 2018

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value
Participant-directed Investments (Continued)				
		Collective Investment Funds:		
*	SWBC	MFS Diversified Income FD CL C	**	1,244,662
*	SWBC	Chevron Corp	**	12,971
		Fixed Annuity:		
*	Voya	Fully Benefit-Responsive Contract	**	233,436
				$ 42,791,132

* Party-In-Interest
** Cost omitted for participant directed investments